

Fill in this information to identify the case:

Debtor name ClubX, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) 20-12470-KHK

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 30, 2020

X /s/ Thomas D. W. Fauquier

Signature of individual signing on behalf of debtor

Thomas D. W. Fauquier

Printed name

CEO

Position or relationship to debtor

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Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

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Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*..... \$ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*..... \$ 3.00

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*..... \$ 3.00

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 0.00

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 16,230,748.77

4. **Total liabilities**
Lines 2 + 3a + 3b

\$ 16,230,748.77

Fill in this information to identify the case:Debtor name ClubX, LLCUnited States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIACase number (if known) 20-12470-KHK☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

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Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

Capital One Bank: \$189,790.90 (Debtor holds bare legal title to this account; the funds belong to the Debtor's subsidiary Sport and Health Virginia Properties, L.C., the entity that operates the health club in Herndon, VA through its management agent US Fitness Holdings, LLC)

Checking

1594

\$0.00

3.2. Capital One Bank

Zero Balance Account

1616

\$0.00

4. Other cash equivalents (Identify all)**5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$0.00

Part 2: Deposits and Prepayments**6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
☐ Yes Fill in the information below.

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

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- ☒ No. Go to Part 4.
☐ Yes Fill in the information below.

Part 4: Investments

13. Does the debtor own any investments?

- ☐ No. Go to Part 5.
☒ Yes Fill in the information below.

			Valuation method used for current value	Current value of debtor's interest
14.	Mutual funds or publicly traded stocks not included in Part 1 Name of fund or stock:			
15.	Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture Name of entity:	% of ownership		
15.1.	Membership interest in Sport and Health Virginia Properties, L.C.	100 %		\$1.00
15.2.	Membership interest in Sport and Health Maryland Properties, L.C.	100 %		\$1.00
15.3.	Shareholder interest in Sport and Health, Inc.	100 %		\$1.00
16.	Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1 Describe:			
17.	Total of Part 4. Add lines 14 through 16. Copy the total to line 83.			\$3.00

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
☐ Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
☐ Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

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- ☒ No. Go to Part 9.
☐ Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
☐ Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.
☒ Yes Fill in the information below.

Current value of
debtor's interest

71. **Notes receivable**
Description (include name of obligor)
72. **Tax refunds and unused net operating losses (NOLs)**
Description (for example, federal, state, local)
73. **Interests in insurance policies or annuities**
74. **Causes of action against third parties (whether or not a lawsuit has been filed)**
75. **Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims**
Contingent rights to indemnification against various assignee tenants, including USF S&H Holdco, LLC; US Fitness Holdings, LLC; USF S&H Virginia, LLC; USF S&H Maryland, LLC; and USF S&H DC, LLC from potential claims by commercial landlords
- | | |
|-------------------------|----------------------------------|
| Nature of claim | Potential indemnification |
| Amount requested | \$0.00 |

Unknown

76. **Trusts, equitable or future interests in property**
77. **Other property of any kind not already listed** Examples: Season tickets, country club membership

78. **Total of Part 11.**
Add lines 71 through 77. Copy the total to line 90.

\$0.00

79. **Has any of the property listed in Part 11 been appraised by a professional within the last year?**
☒ No

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☐ Yes

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Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$3.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$0.00	
91. Total. Add lines 80 through 90 for each column	\$3.00	+ 91b. \$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$3.00

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Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

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Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☒ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☐ Yes. Fill in all of the information below.

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Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.

☐ Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address Alexandria Two Associates, LP c/o William Eacho 6223 Kennedy Dr. Chevy Chase, MD 20815 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Unknown
3.2	Nonpriority creditor's name and mailing address Bethesda-Chevy Chase Racquet c/o Promark Partners 451 Hungerford Dr., Suite 700 Rockville, MD 20850 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Maryland, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Unknown
3.3	Nonpriority creditor's name and mailing address Brafferton Owner, LLC c/o MD Financial Investors Inc 2800 Quarry Lake Dr., # 340 Baltimore, MD 21209 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Unknown
3.4	Nonpriority creditor's name and mailing address Brambletown Town Center Assoc. c/o Suave Enterprises, LLC 3400 E. Lafayette Detroit, MI 48207 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Unknown

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3.5	Nonpriority creditor's name and mailing address CESC Gateway One, LLC c/o JBG SMITH Mgmt. Services 4747 Bethesda Ave., Suite 200 Bethesda, MD 20814 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.6	Nonpriority creditor's name and mailing address CESC Gateway Two, LLC c/o JBG SMITH Mgmt. Services 4747 Bethesda Ave., Suite 200 Bethesda, MD 20814 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.7	Nonpriority creditor's name and mailing address Douglas Development Corp. 702 H St., NW, Suite 400 Washington, DC 20001 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H DC, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.8	Nonpriority creditor's name and mailing address Evergreen Square Limited c/o Core Development Group 24012 Frederick Rd. Clarksburg, MD 20871 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Maryland, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.9	Nonpriority creditor's name and mailing address FC Ballston Commons, LLC 600 Superior Ave. East Suite 1500 Cleveland, OH 44114-2619 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.10	Nonpriority creditor's name and mailing address Fitness Complex, LLC c/o Tri Borough Management 1509 Dodona Terrace, Suite 205 Leesburg, VA 20175 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.11	Nonpriority creditor's name and mailing address JBG/Woodbridge Retail LLC c/o JBG Rosenfeld Retail Prop. 4445 Willard Ave., Suite 400 Chevy Chase, MD 20815 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> Unknown <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
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3.12	Nonpriority creditor's name and mailing address K and W, LC 194 Serenity View Ln. Middletown, VA 22645 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
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3.13	Nonpriority creditor's name and mailing address Market Square at Frederick LLC c/o JBGR/TRS, LLC 4747 Bethesda Ave., Suite 200 Bethesda, MD 20814 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Maryland, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
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3.14	Nonpriority creditor's name and mailing address Real Property Advisors, LLC 451 Hungerford Dr., Suite 700 Rockville, MD 20850 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Professional services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$129,167.00
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3.15	Nonpriority creditor's name and mailing address Russell Avenue Operating, LLC c/o Promark Partners 451 Hungerford Dr., Suite 700 Rockville, MD 20850 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Maryland, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
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3.16	Nonpriority creditor's name and mailing address Sport & Health Holdings, LLC 451 Hungerford Dr., Suite 700 Rockville, MD 20850 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Advances to cover operating losses</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,911,790.87
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3.17	Nonpriority creditor's name and mailing address Sport and Health Virginia Properties, L.C. 6726 Curran St., Suite 300 McLean, VA 22102 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>This subsidiary of the Debtor owns the funds in the Capital One Bank operating acct. titled to the Debtor, by virtue of operating the health club in Herndon, VA through its management agent US Fitness Holdings, LLC</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$189,790.90
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3.18	Nonpriority creditor's name and mailing address Target Corporation Property Development TPN 12 FI 1000 Nicollet Mall Minneapolis, MN 55403 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Claim against USF S&H Virginia, LLC, guaranteed</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
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3.19 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* Unknown
Third Crystal Park Assoc.
c/o JBG SMITH Mgmt. Services
4747 Bethesda Ave., Suite 200
Bethesda, MD 20814
☒ Contingent
☒ Unliquidated
☐ Disputed
Date(s) debt was incurred **Basis for the claim:** Claim against USF S&H Virginia, LLC, guaranteed
Last 4 digits of account number Is the claim subject to offset? ☒ No ☐ Yes

3.20 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* Unknown
US Fitness Holdings, LLC
6726 Curran St., Suite 300
McLean, VA 22102
☐ Contingent
☐ Unliquidated
☐ Disputed
Date(s) debt was incurred **Basis for the claim:**
Last 4 digits of account number Is the claim subject to offset? ☒ No ☐ Yes

3.21 **Nonpriority creditor's name and mailing address** **As of the petition filing date, the claim is:** *Check all that apply.* \$4,000,000.00
Worldgate Centre
c/o Rappaport
8405 Greensboro Dr., 8th Fl.
McLean, VA 22102-5121
☐ Contingent
☒ Unliquidated
☒ Disputed
Date(s) debt was incurred **Basis for the claim:** Claim against Sport and Health Virginia Properties, LC, guaranteed
Last 4 digits of account number Is the claim subject to offset? ☒ No ☐ Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Leon Koutsouftikis, Esq. Magruder Cook Koutsouftikis 1889 Preston White Dr., #200 Reston, VA 20191	Line <u>3.21</u> <input type="checkbox"/> Not listed. Explain <u> </u>	<u> </u>
4.2	Michael W. Robinson, Esq. Venable LLP 8010 Towers Crescent Dr., #300 Vienna, VA 22182	Line <u>3.21</u> <input type="checkbox"/> Not listed. Explain <u> </u>	<u> </u>

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

	Total of claim amounts
5a. Total claims from Part 1	5a. \$ <u>0.00</u>
5b. Total claims from Part 2	5b. + \$ <u>16,230,748.77</u>
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c. \$ <u>16,230,748.77</u>

Fill in this information to identify the case:

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United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

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Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

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Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☒ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☐ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal* (Official Form 206A/B).

Property

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.2 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.3 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

2.4 State what the contract or lease is for and the nature of the debtor's interest

State the term remaining

List the contract number of any government contract

Fill in this information to identify the case:

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United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

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☐ Check if this is an amended filing

Official Form 206H Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

Name	Mailing Address	Name	Check all schedules that apply:
2.1 Sport and Health Virginia Properties, LC	451 Hungerford Dr., Suite 700 Rockville, MD 20850-5121	Worldgate Centre	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.21</u> <input type="checkbox"/> G _____
2.2 US Fitness Holdings, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Douglas Development Corp.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.7</u> <input type="checkbox"/> G _____
2.3 US Fitness Holdings, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Russell Avenue Operating, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.15</u> <input type="checkbox"/> G _____
2.4 US Fitness Holdings, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Market Square at Frederick LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.13</u> <input type="checkbox"/> G _____
2.5 US Fitness Holdings, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Evergreen Square Limited	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.8</u> <input type="checkbox"/> G _____

Debtor ClubX, LLC

Case number (if known) 20-12470-KHK

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

- | | | | | |
|------|--------------------------|--|--------------------------------|---|
| 2.6 | US Fitness Holdings, LLC | 6726 Curran St., Suite 300
McLean, VA 22102 | Bethesda-Chevy Chase Racquet | <input type="checkbox"/> D _____
<input checked="" type="checkbox"/> E/F <u>3.2</u>
<input type="checkbox"/> G _____ |
| 2.7 | US Fitness Holdings, LLC | 6726 Curran St., Suite 300
McLean, VA 22102 | Brambletown Town Center Assoc. | <input type="checkbox"/> D _____
<input checked="" type="checkbox"/> E/F <u>3.4</u>
<input type="checkbox"/> G _____ |
| 2.8 | US Fitness Holdings, LLC | 6726 Curran St., Suite 300
McLean, VA 22102 | CESC Gateway One, LLC | <input type="checkbox"/> D _____
<input checked="" type="checkbox"/> E/F <u>3.5</u>
<input type="checkbox"/> G _____ |
| 2.9 | US Fitness Holdings, LLC | 6726 Curran St., Suite 300
McLean, VA 22102 | CESC Gateway Two, LLC | <input type="checkbox"/> D _____
<input checked="" type="checkbox"/> E/F <u>3.6</u>
<input type="checkbox"/> G _____ |
| 2.10 | US Fitness Holdings, LLC | 6726 Curran St., Suite 300
McLean, VA 22102 | Third Crystal Park Assoc. | <input type="checkbox"/> D _____
<input checked="" type="checkbox"/> E/F <u>3.19</u>
<input type="checkbox"/> G _____ |
| 2.11 | US Fitness Holdings, LLC | 6726 Curran St., Suite 300
McLean, VA 22102 | Fitness Complex, LLC | <input type="checkbox"/> D _____
<input checked="" type="checkbox"/> E/F <u>3.10</u>
<input type="checkbox"/> G _____ |
| 2.12 | US Fitness Holdings, LLC | 6726 Curran St., Suite 300
McLean, VA 22102 | K and W, LC | <input type="checkbox"/> D _____
<input checked="" type="checkbox"/> E/F <u>3.12</u>
<input type="checkbox"/> G _____ |
| 2.13 | US Fitness Holdings, LLC | 6726 Curran St., Suite 300
McLean, VA 22102 | Target Corporation | <input type="checkbox"/> D _____
<input checked="" type="checkbox"/> E/F <u>3.18</u>
<input type="checkbox"/> G _____ |

Debtor ClubX, LLC

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Column 1: Codebtor

Column 2: Creditor

2.14	US Fitness Holdings, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Brafferton Owner, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.3</u> <input type="checkbox"/> G _____
<hr/>				
2.15	US Fitness Holdings, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Alexandria Two Associates, LP	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
<hr/>				
2.16	US Fitness Holdings, LLC	6726 Curran St., Suite 300 McLean, VA 22102	JBG/Woodbridge Retail LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.11</u> <input type="checkbox"/> G _____
<hr/>				
2.17	US Fitness Holdings, LLC	6726 Curran St., Suite 300 McLean, VA 22102	FC Ballston Commons, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.9</u> <input type="checkbox"/> G _____
<hr/>				
2.18	USF S&H DC, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Douglas Development Corp.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.7</u> <input type="checkbox"/> G _____
<hr/>				
2.19	USF S&H Maryland, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Russell Avenue Operating, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.15</u> <input type="checkbox"/> G _____
<hr/>				
2.20	USF S&H Maryland, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Market Square at Frederick LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.13</u> <input type="checkbox"/> G _____
<hr/>				
2.21	USF S&H Maryland, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Bethesda-Chevy Chase Racquet	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
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Debtor ClubX, LLC

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Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.22	USF S&H Maryland, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Evergreen Square Limited	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.8</u> <input type="checkbox"/> G _____
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2.23	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Brambletown Town Center Assoc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.4</u> <input type="checkbox"/> G _____
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2.24	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	CESC Gateway One, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
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2.25	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	CESC Gateway Two, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.6</u> <input type="checkbox"/> G _____
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2.26	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Third Crystal Park Assoc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.19</u> <input type="checkbox"/> G _____
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2.27	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Fitness Complex, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____
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2.28	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	K and W, LC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.12</u> <input type="checkbox"/> G _____
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2.29	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Target Corporation	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.18</u> <input type="checkbox"/> G _____
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Debtor ClubX, LLC

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Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor

Column 2: Creditor

2.30	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Brafferton Owner, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.3</u> <input type="checkbox"/> G _____
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2.31	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	Alexandria Two Associates, LP	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
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2.32	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	JBG/Woodbridge Retail LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.11</u> <input type="checkbox"/> G _____
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2.33	USF S&H Virginia, LLC	6726 Curran St., Suite 300 McLean, VA 22102	FC Ballston Commons, LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.9</u> <input type="checkbox"/> G _____
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Fill in this information to identify the case:

Debtor name ClubX, LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF VIRGINIA

Case number (if known) 20-12470-KHK

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue
Check all that apply

Gross revenue
(before deductions and exclusions)

From the beginning of the fiscal year to filing date:
From 1/01/2020 to Filing Date

☒ Operating a business
☐ Other _____

\$0.00

For prior year:
From 1/01/2019 to 12/31/2019

☒ Operating a business
☐ Other _____

\$0.00

For year before that:
From 1/01/2018 to 12/31/2018

☒ Operating a business
☐ Other _____

\$0.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☒ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed

Debtor ClubX, LLC

Case number (if known) 20-12470-KHK

or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☐ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments

7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Worldgate Center Owner, LLC v. Sport & Health Clubs, LC CL2020-0004109	Civil action	Fairfax County Circuit Court 4110 Chain Bridge Rd. Fairfax, VA 22030	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☐ None

Part 4: Certain Gifts and Charitable Contributions

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☐ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☐ None

Debtor ClubX, LLC

Case number (if known) 20-12470-KHK

Description of the property lost and how the loss occurred**Amount of payments received for the loss**

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).

Dates of loss**Value of property lost****Part 6: Certain Payments or Transfers****11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.**Who was paid or who received the transfer?
Address****If not money, describe any property transferred****Dates****Total amount or value**11.1. Tyler, Bartl & Ramsdell, P.L.C.
300 N. Washington St., Suite
310
Alexandria, VA 22314\$10,000, plus \$360 in applicable filing fees
and wire fees

11/4/2020

\$10,360.00

Email or website address**Who made the payment, if not debtor?****12. Self-settled trusts of which the debtor is a beneficiary**List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.☒ None.**Name of trust or device****Describe any property transferred****Dates transfers were made****Total amount or value****13. Transfers not already listed on this statement**

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None.**Who received transfer?
Address****Description of property transferred or payments received or debts paid in exchange****Date transfer was made****Total amount or value****Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply**Address****Dates of occupancy
From-To**14.1. 1390 Piccard Dr., Suite 120
Rockville, MD 20850

October 2018-July 2019

Debtor ClubX, LLC

Case number (if known) 20-12470-KHK

Address**Dates of occupancy
From-To**14.2. 1760 Old Meadow Rd., Suite 300
McLean, VA 22102-4330

October 2017-October 2018

Part 8: Health Care Bankruptcies**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☐ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

Facility name and address**Nature of the business operation, including type of services
the debtor provides****If debtor provides meals
and housing, number of
patients in debtor's care****Part 9: Personally Identifiable Information****16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.
- ☐ Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
- ☐ Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☐ None**Financial Institution name and
Address****Last 4 digits of
account number****Type of account or
instrument****Date account was
closed, sold,
moved, or
transferred****Last balance
before closing or
transfer****19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☐ None**Depository institution name and address****Names of anyone with
access to it
Address****Description of the contents****Do you still
have it?****20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

Debtor ClubX, LLC

Case number (if known) 20-12470-KHK

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?
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Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☐ None

Owner's name and address	Location of the property	Describe the property	Value
Sport and Health Virginia Properties, L.C. 6726 Curran St., Suite 300 McLean, VA 22102	Capital One Bank	This subsidiary of the Debtor owns the funds in the Capital One Bank operating acct. titled to the Debtor, by virtue of operating the health club in Herndon, VA through its management agent US Fitness Holdings, LLC	\$189,790.90

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- ☒ No.
☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☒ No.
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

Debtor ClubX, LLC

Case number (if known) 20-12470-KHK

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

☐ None

Business name address		Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
			Dates business existed
25.1.	Sport and Health Virginia Properties, LC 451 Hungerford Dr., Suite 700 Rockville, MD 20850-5121	Health club	EIN: 54-2002942 From-To 2005-present
25.2.	Sport and Health Maryland Properties, LC 451 Hungerford Dr., Suite 700 Rockville, MD 20850-5121	Health club	EIN: 04-3829403 From-To 2005-present (not operating since 2018)
25.3.	Sport and Health, Inc. 451 Hungerford Dr., Suite 700 Rockville, MD 20850	Employment affiliate	EIN: 52-1195516 From-To 2005-present (not operating since 2014)
25.4.	Washington Sport & Health, Inc. 451 Hungerford Dr., Suite 700 Rockville, MD 20850	Health club	EIN: 54-1602767 From-To 2005-3/31/15

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26a.1. Scott Thomas 6726 Curran St., Suite 300 McLean, VA 22101	2005-present

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Date of service From-To
26b.1. Scott Thomas 6726 Curran St., Suite 300 McLean, VA 22101	2005-present
Name and address	Date of service From-To
26b.2. Emily Korber 451 Hungerford Dr., Suite 700 Rockville, MD 20850	2016-present
Name and address	Date of service From-To
26b.3. Real Property Advisors, LLC 451 Hungerford Dr., Suite 700 Rockville, MD 20850	2016-present

Debtor ClubX, LLC

Case number (if known) 20-12470-KHK

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. Scott Thomas 6726 Curran St., Suite 300 McLean, VA 22101	
26c.2. Emily Korber 451 Hungerford Dr., Suite 700 Rockville, MD 20850	
26c.3. Real Property Advisors, LLC 451 Hungerford Dr., Suite 700 Rockville, MD 20850	

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

Name and address
26d.1. Worldgate Center Owner, LLC c/o Rappaport 8405 Greensboro Dr., 8th Fl. McLean, VA 22102-5121

27. Inventories

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
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28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Sport & Health Holdings, LLC	451 Hungerford Dr., Suite 700 Rockville, MD 20850	Member	100%
Name	Address	Position and nature of any interest	% of interest, if any
Thomas D.W. Fauquier	451 Hungerford Dr., Suite 700 Rockville, MD 20850	CEO	
Name	Address	Position and nature of any interest	% of interest, if any
Donald W. Konz	451 Hungerford Dr., Suite 700 Rockville, MD 20850	COO	
Name	Address	Position and nature of any interest	% of interest, if any
Russell C. Minkoff	451 Hungerford Dr., Suite 700 Rockville, MD 20850	CFO	

Debtor ClubX, LLC

Case number (if known) 20-12470-KHK

Name	Address	Position and nature of any interest	% of interest, if any
Barry Minkoff	451 Hungerford Dr., Suite 700 Rockville, MD 20850	Secretary	

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☒ No
☐ Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- ☒ No
☐ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☐ No
☒ Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
Sport & Health Holdings, LLC	EIN: 20-3842400

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund	Employer Identification number of the parent corporation
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Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 30, 2020

/s/ Thomas D. W. Fauquier
Signature of individual signing on behalf of the debtor

Thomas D. W. Fauquier
Printed name

Position or relationship to debtor CEO

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☒ No
☐ Yes